

**56-1a160. Restated or amended and restated certificate of limited partnership.** (a) A limited partnership may, whenever desired, integrate into a single instrument all of the provisions of its certificate of limited partnership which are then in effect and operative as a result of there having previously been filed with the secretary of state one or more certificates or other instruments pursuant to this act, and it may at the same time also further amend its certificate of limited partnership by adopting a restated certificate of limited partnership.

(b) If the restated certificate of limited partnership merely restates and integrates but does not further amend the initial certificate of limited partnership, as previously amended or supplemented by any certificate or instrument that was executed and filed pursuant to this act, it shall be specifically designated in its heading as a "restated certificate of limited partnership" together with such other words as the partnership may deem appropriate and shall be executed and filed by a general partner in the office of the secretary of state. If the restated certificate restates and integrates and also further amends in any respect the certificate of limited partnership, as previously amended or supplemented, it shall be specifically designated in its heading as an "amended and restated certificate of limited partnership" together with such other words as the partnership may deem appropriate and shall be executed and filed in the office of the secretary of state by at least one general partner and by each other partner designated in the restated certificate of limited partnership as a new general partner.

(c) A restated certificate of limited partnership shall be specifically designated as such in its heading. It shall state, either in its heading or in an introductory paragraph, the limited partnership's present name; if it has been changed, the name under which it was originally filed; and the date of filing of its original certificate of limited partnership with the secretary of state. A restated certificate shall also state that it was duly executed and filed in accordance with the provisions of this section. If it was executed by a general partner alone because it only restates and integrates and does not further amend the provisions of the limited partnership's certificate of limited partnership as previously amended or supplemented and there is no discrepancy between those provisions and the provisions of the restated certificate, it shall state that fact as well.

(d) Upon the filing of the restated certificate of limited partnership with the secretary of state, the initial certificate of limited partnership, as previously amended or supplemented, shall be superseded. Thereafter the restated certificate of limited partnership, including any further amendment or changes made by the restated certificate, shall be the certificate of limited partnership of the limited partnership, but the original effective date of formation shall remain unchanged.

(e) Any amendment or change made in connection with the restatement and integration of the certificate of limited partnership shall be subject to any other provision of this act, not inconsistent with this section, which would apply if a separate certificate of amendment were filed to make the amendment or change.

**History:** L. 1983, ch. 88, § 17; L. 1988, ch. 195, § 6; July 1.